

Exhibit 5

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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In Re: Case No:

RESIDENTIAL CAPITAL, LLC, et. al., 12-12020 (MG)

Debtors.

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VIDEOTAPE DEPOSITION OF TIMOTHY DEVINE

New York, New York

November 19, 2012

10:17 a.m.

Reported by:
ERICA L. RUGGIERI, RPR
JOB NO: 27973

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3
4 November 19, 2012

5 10:17 a.m.

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8 Videotape Deposition of TIMOTHY
9 DEVINE, held at the offices of Kramer,
10 Levin, Naftalis & Frankel, 1177 Avenue
11 of the Americas, New York, New York,
12 pursuant to Notice, before Erica L.
13 Ruggieri, Registered Professional
14 Reporter and Notary Public of the
15 State of New York.

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1 TIMOTHY DEVINE
2 constitute. But I don't know that. It
3 would -- it would be impossible for me to
4 know that this was the exact attachment
5 that was on this e-mail.

6 Q. You understood that the draft
7 settlement agreement and the draft PSA
8 were drafted together, right?

9 MR. PRINCI: Objection as to
10 form.

11 A. I'm not sure I understand what
12 you mean by drafted together.

13 Q. They were drafted in tandem at
14 or around the same time and they were
15 transmitted together?

16 A. They were --

17 MR. PRINCI: Objection as to
18 form.

19 A. They were drafted at
20 approximately the same time, sure.

21 Q. Okay. And in fact Mr. Lee
22 circulated drafts at the same time, right?

23 A. Correct.

24 Q. Okay. Had you asked Mr. Lee to
25 prepare these drafts?

1 | TIMOTHY DEVINE

2 A. One of the features of the
3 settlement agreement that ResCap entered
4 with Kathy Patrick and then the settlement
5 agreement or the plan support agreement
6 between AFI, the ResCap entities and Kathy
7 Patrick involved the amount of cash that
8 Ally would put into the estate. That's
9 certainly correct. There's no question
10 about that.

11 Q. And you said there is no new
12 Ally money. How did you know that?

13 A. The question arose as to whether
14 or not Ally intended to put any additional
15 money into the Ally/ResCap settlement.
16 And the answer was no.

17 Q. Who gave you that information?

18 A. I don't recall who gave me that
19 information.

20 Q. So somebody at AFI told you by
21 May 9th at 9:03 a.m. that Ally wasn't
22 going to put anything more into the pot?

23 A. If by the pot you mean the Ally
24 and ResCap settlement agreement --

25 Q. Yes.

1 TIMOTHY DEVINE

2 period from October forward?

3 A. Well, we should probably be
4 careful with regard to what you mean by
5 representing. The -- as I recall, the
6 first communication from Kathy Patrick
7 came in to Bill Solomon in his capacity as
8 general counsel of Ally Financial, Inc.

9 He responded by indicating to Ms. Patrick
10 that Ally Financial, Inc. did not have
11 exposure of the variety that she wanted to
12 talk about settling. And referred her to
13 Tammy Hamzephour, general counsel for
14 ResCap.

15 What -- my participation in
16 connection with meeting with Ms. Patrick,
17 I think Mr. Sheeren was there at the first
18 meeting in Minnesota, I don't recall
19 exactly. But in any event, I was there in
20 my capacity as chief counsel for
21 litigation for ResCap, given that
22 Ms. Patrick purported to represent clients
23 who purported to have rep and warrant
24 essentially contract claims against the
25 contracting parties, all of whom were